

Sylvia E. Anderson President AT&T Georgia 1025 Lenox Park Boulevard Suite B644 Atlanta, GA 30319-5309 T 404-986-1997 F 404-986-1803 sylvia.anderson@att.com www.att.com

January 2, 2008

DELIVERED BY HAND

The Honorable Karen C. Handel Secretary of State State of Georgia – Corporation Division Cable and/or Video Franchising 2 Martin Luther Kin Jr. Drive Suite 315 – West Tower Atlanta, Georgia 30334

Re: Application of BellSouth Telecommunications, Inc., d/b/a AT&T Georgia for a State Franchise Pursuant to O.C.G.A. § 36-76-4

Dear Karen:

BellSouth Telecommunications, Inc., d/b/a AT&T Georgia (hereinafter "AT&T Georgia") pursuant to O.C.G.A. § 36-76-4, files this Application for a state franchise to provide video service (hereinafter "Application"). As required by the provision of O.C.G.A. § 36-76-4(a) – (c), AT&T Georgia has provided with this Application a state franchise application fee in the amount of \$500.00. AT&T Georgia also advises that it has provided a copy of this Application in its entirety, via electronic mail or express delivery (if electronic capabilities are not available) to each affected municipal or county governing authority simultaneously with this filing.

AT&T Georgia respectfully requests that the Secretary of State grant this Application within the time frames established in O.C.G.A. § 36-76-4. If you have any questions or concerns regarding this Application, please feel free to contact me directly.

Yours very truly,

Sylvia E. Anderson

President – AT&T Georgia



OFFICE OF SECRETARY OF STATE CORPORATIONS DIVISION 315 West Tower, #2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530 (404) 656-2817 Registered agent, officer, entity status information via the Internet http://www.georgiacorporations.org

CHAUNCEY R. NEWSOME Director

TRANSMITTAL INFORMATION GEORGIA VIDEO FRANCHISE AUTHORITY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: meredith.mays@att.com and nancy.dillard@att.com

NOTICE TO APP	LICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM	
1. BellSouth Telecommunications, Inc		
Corporate Name (List exactly as it appears in artice 1025 Lenox Park Boulevard, Suite Corporate Mailing Address	6C01, Atlanta, Georgia 30319-5309	
Meredith E. Mays, General Counse Name and Title of person filing franchise application.	I - Georgia on (certificate will be mailed to this person, at address below)	(404) 986-1718 Telephone Number
1025 Lenox Park Boulevard, Suite 6	6C01	
Address Atlanta	Georgia	30319-5309
City	State	Zip Code
This transmittal form Original and one copy of t	to the Secretary of State, at the above addition the Application for State-Issued Certificate of Francience, if applicable. The state is the secretary of State. All filing fees are NON-related to Secretary of State.	chise Authority
	nties and municipalities have been provide 36-76-4 (a) and with notice to designate a January	
Authorized signature of person	n filing documents	Date
Request certificates and obtain en	itity information via the Internet: http://www.geo	orgiacorporations.org

OFFICE OF SECRETARY OF STATE



Corporations Division
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334
404-656-2817
www.georgiacorporations.org

CHAUNCEY R. NEWSOME Director

APPLICATION FOR STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to Georgia Code Section (O.C.G.A.) 36-76-4, as amended, the undersigned hereby applies for authorization to provide cable service over a cable system as a cable service provider or video service over a video system as a video service provider in the State of Georgia:

(Please type or print clearly)

- 1. The name of the applicant is: BellSouth Telecommunications, Inc., d/b/a AT&T Georgia (hereinafter "AT&T Georgia")
- The principal place of business for the applicant is:
 West Peachtree Street, N.W., Suite 4500, Atlanta, Georgia 30375-0001
- 3. The principal executive officers of the applicant are:

Name	Title	Address
		675 West Peachtree Street, N.W.
	President	Suite 4500
David W. Scobey Jr.	and Chief Executive Officer	Atlanta, Georgia 30375-0001
		675 West Peachtree Street, N.W.
	Senior Vice President	Suite 4500
Robert D. Daniel	Consumer Markets	Atlanta, Georgia 30375-0001
		675 West Peachtree Street, N.W.
	Senior Vice President	Suite 4500
Gary Ludgood	Network Services	Atlanta, Georgia 30375-0001
		675 West Peachtree Street, N.W.
	Senior Vice President	Suite 4500
John Irwin	Business Communications Services	Atlanta, Georgia 30375-0001
	Senior Vice President	675 West Peachtree Street, N.W.
	Southern Region Legislative	Suite 4500
Harry M. Lightsey III	and External Affairs	Atlanta, Georgia 30375-0001
		675 West Peachtree Street, N.W.
	Senior Vice President	Suite 4500
Martin E. Grambow	and General Counsel	Atlanta, Georgia 30375-0001
		1025 Lenox Park Boulevard
		Suite B644
Sylvia E. Anderson	President - AT&T Georgia	Atlanta, Georgia 30319,5309 4403
		SECRETARY OF STATE SECRETARY OF STATE SECRETARY OF STATE THE STATE OF STATE SECRETARY OF STATE SECRETA
		80 :S M9 S- NAL 8000

- 4. By submitting this application, the applicant agrees to comply will all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act'.
- 5. Pursuant to OC.G.A. 36-76-4 (c)(2), the service areas are described below and/or on an attached map as follows: [If providing a coverage map(s), please label them "Exhibit A" on 8.5 by 11 paper size.]

Service Area Description:

Coverage maps area attached as Exhibit A.

AT&T Georgia lists the names of each municipal and county governing authority within its proposed service area and also includes maps. The maps reflect areas where AT&T Georgia proposes to serve less than the entire municipality or county as a result of AT&T Georgia's ILEC service area not extending into those areas.

6. Subscribers may make payment or return equipment in accordance with the subscriber agreement to the following locations of the applicant or its affiliates.

AT&T U-verse Payment Address:

AT&T Payment Center

Attn: AT&T U-verse

P. O. Box 660140

Dallas, Texas 75266-0140

Subscribers that disconnect service will be provided with a pre-paid return label for their use to return equipment.

Return Equipment:

OpTech

805 A Union Pacific Boulevard

Laredo, Texas 78045

Information regarding payment locations and equipment returns can be found on the AT&T website for U-verse at http://www.uverse.att.com. Additional information regarding equipment returns can be found in the U-verse Terms of Service.

7. This applicant:

X has wire-line facilities located in the public right of way as of January 1, 2008.

does not have wire-line facilities located in the public right of way as of January 1, 2008, and a description and certification of technical and financial capability is attached as required by O.C.G.A. 36-76-4 (c) (4).

8. The applicant certifies that it is authorized to conduct business in the State of Georgia. [Applicant must provide a Certificate of Existence from the Corporations Division to be included with this application.]

State of Georgia Certificate of Existence is attached as Exhibit B.

- 9. This applicant certifies that it has sufficient financial resources and technical capability to provide service (does not apply to companies with existing wire line services as of January 1, 2008).
- 10. The applicant certifies that the following counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

See the attached list of cities and counties provided in response to Item 5 (Exhibit A).

Submitted this 2^{nd} day of <u>January</u> in the year <u>2008</u>.

Sworn and subscribed before me, this

and day of January in the year 2008.

Notary Public

My Gamunission expires: 11-13-09

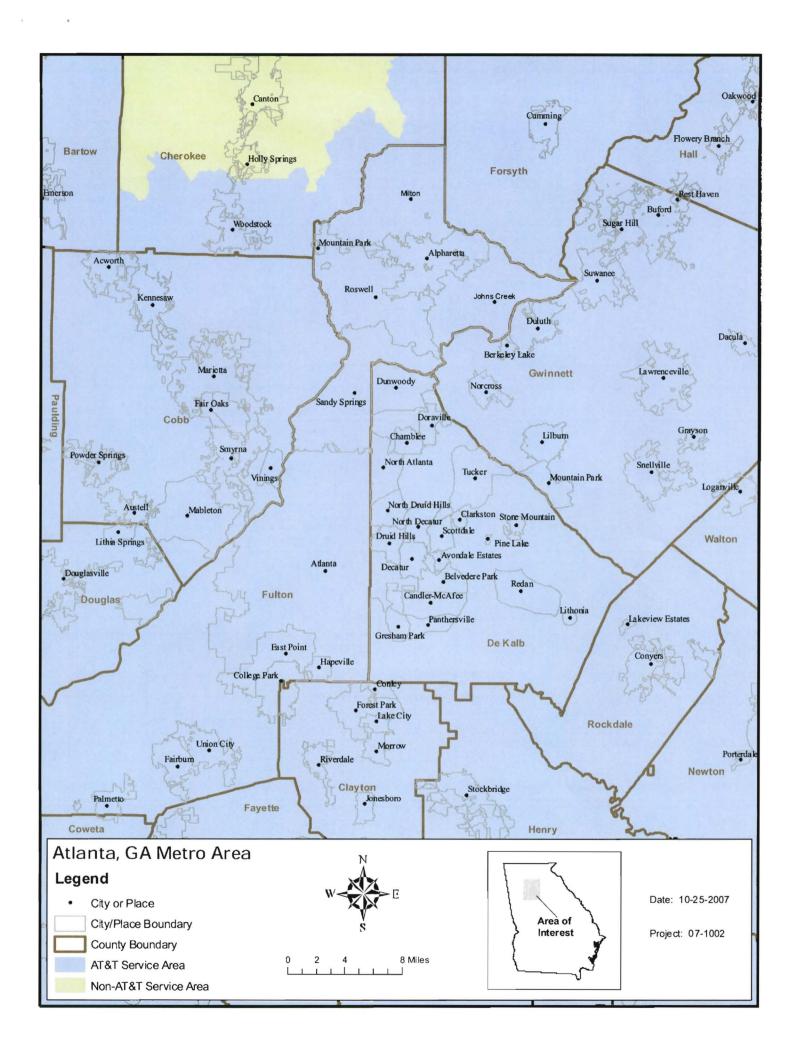


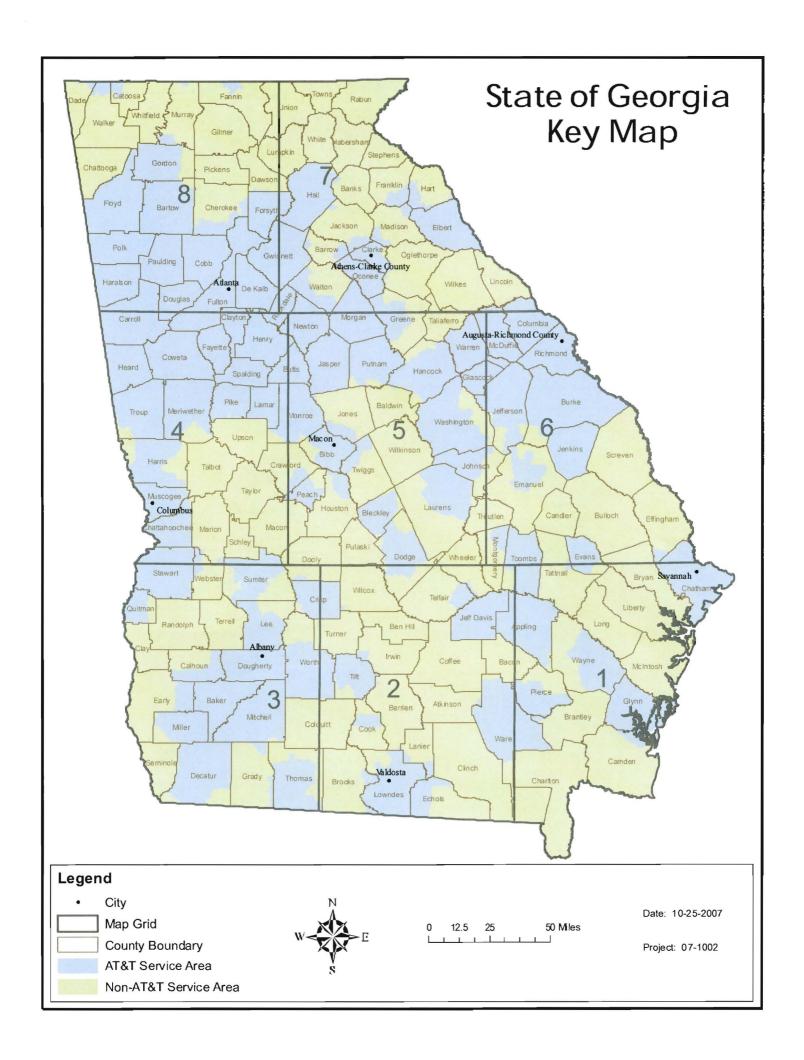
Sylvia E. Anderson President - AT&T Georgia Type or Print Name and Title

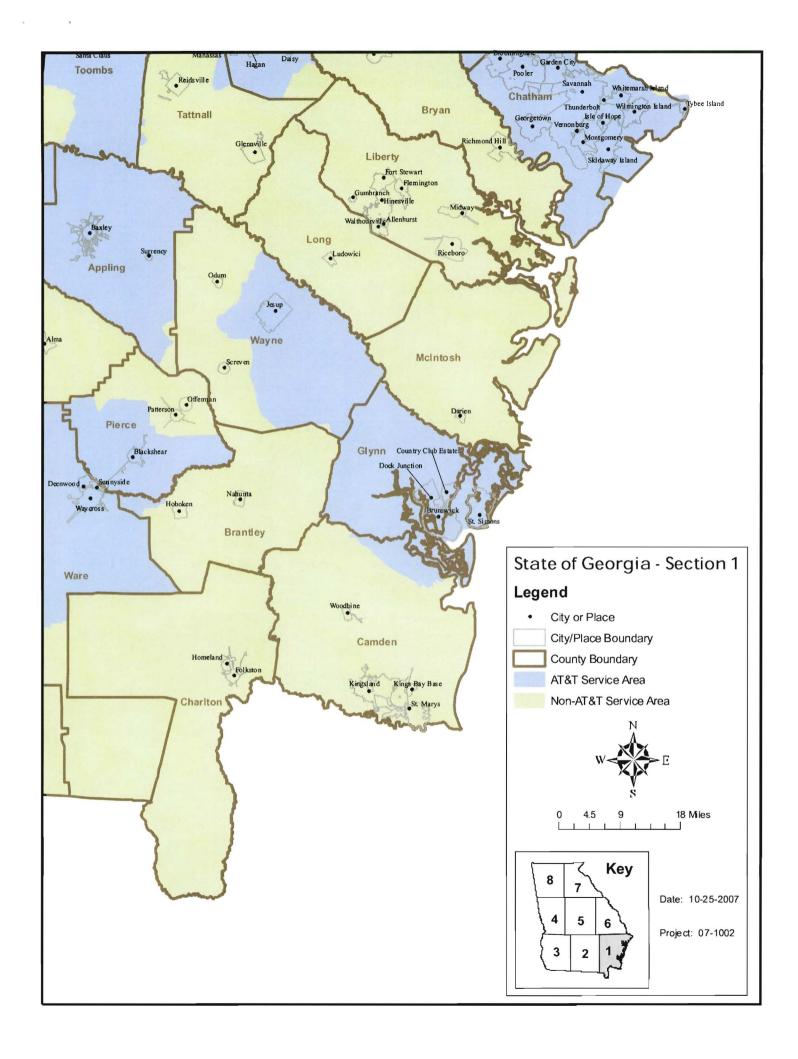
Signature of Officer/General Partner

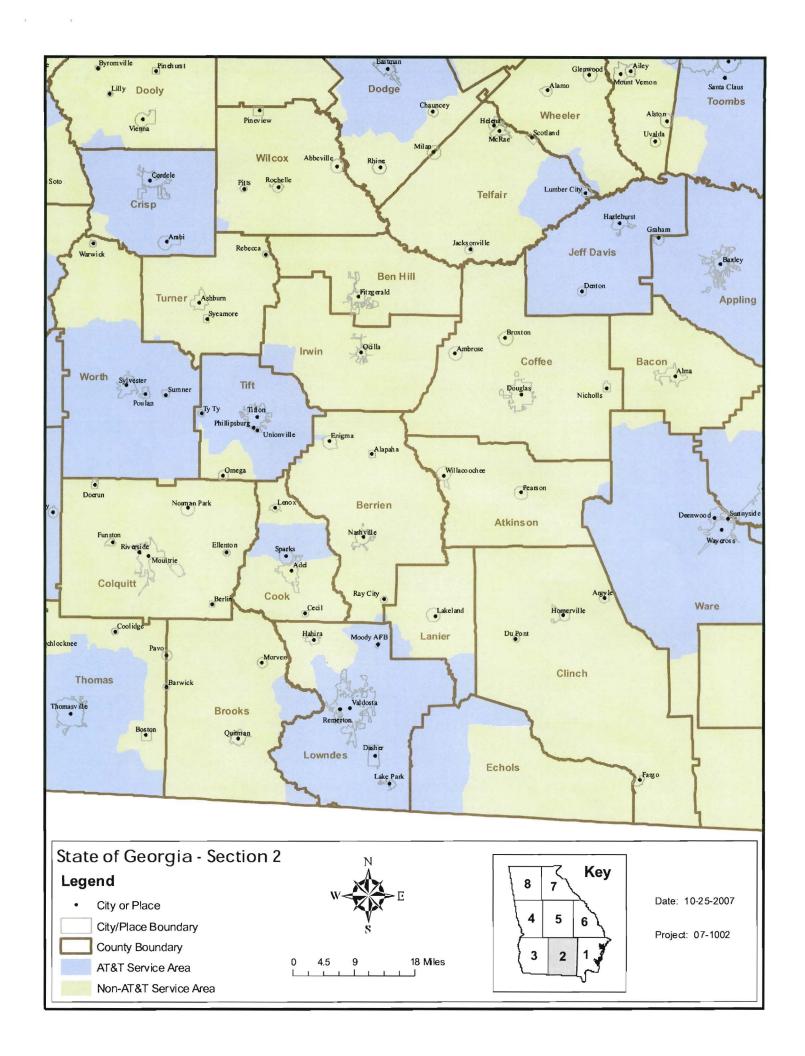
1025 Lenox Park Boulevard Suite B644 Atlanta, Georgia 30319-5309 Address (404) 986-1997 Telephone

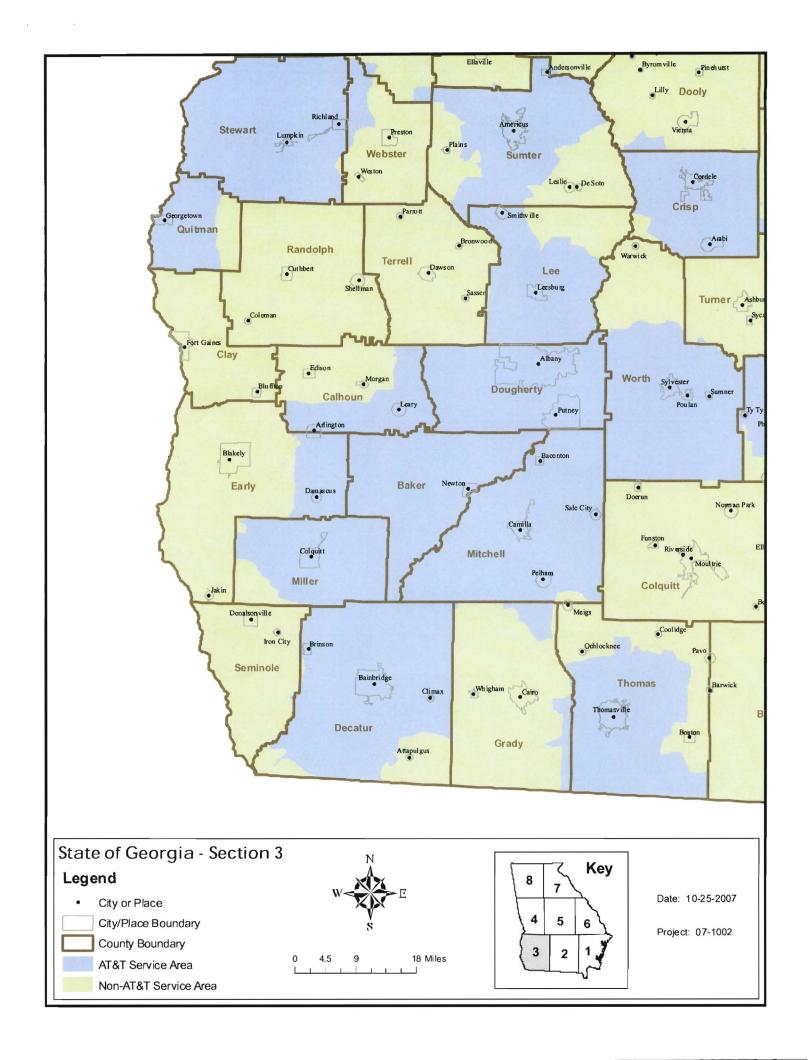
Exhibit A

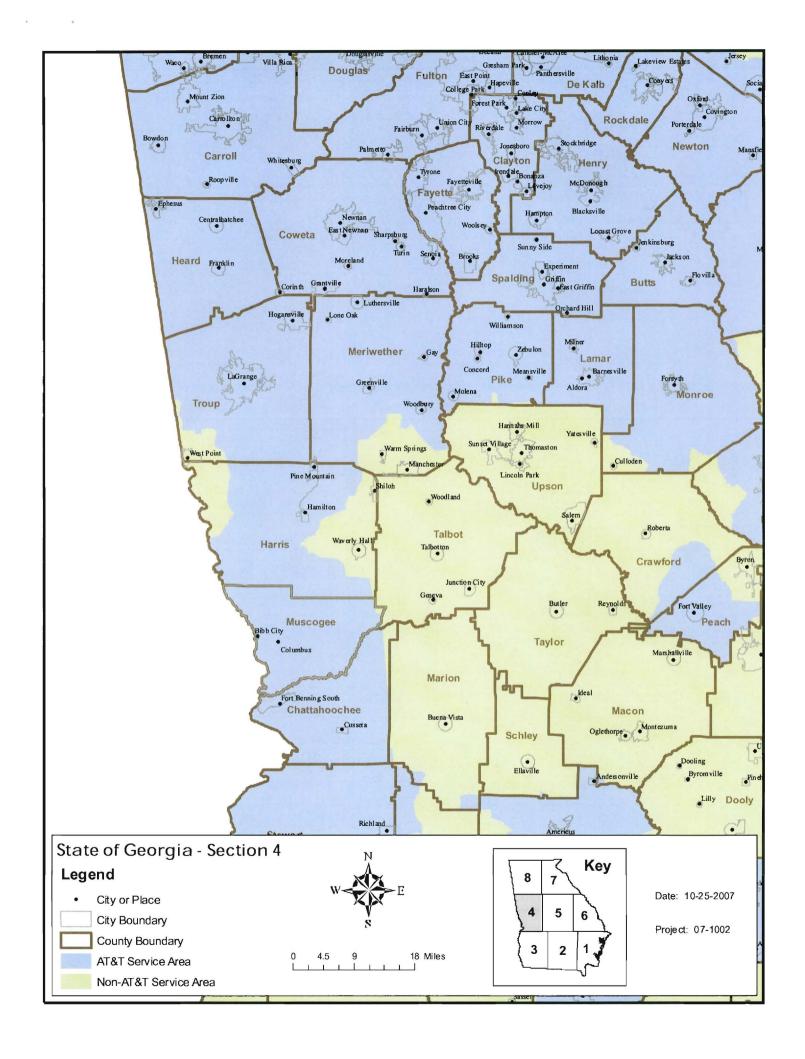


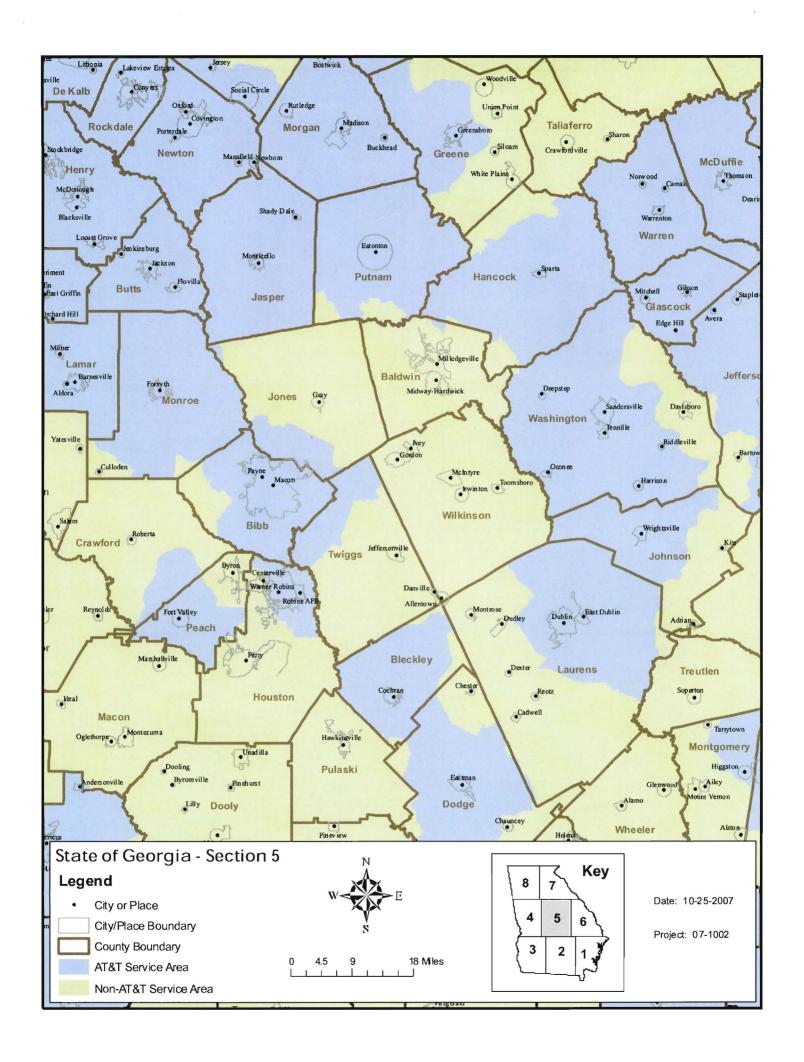


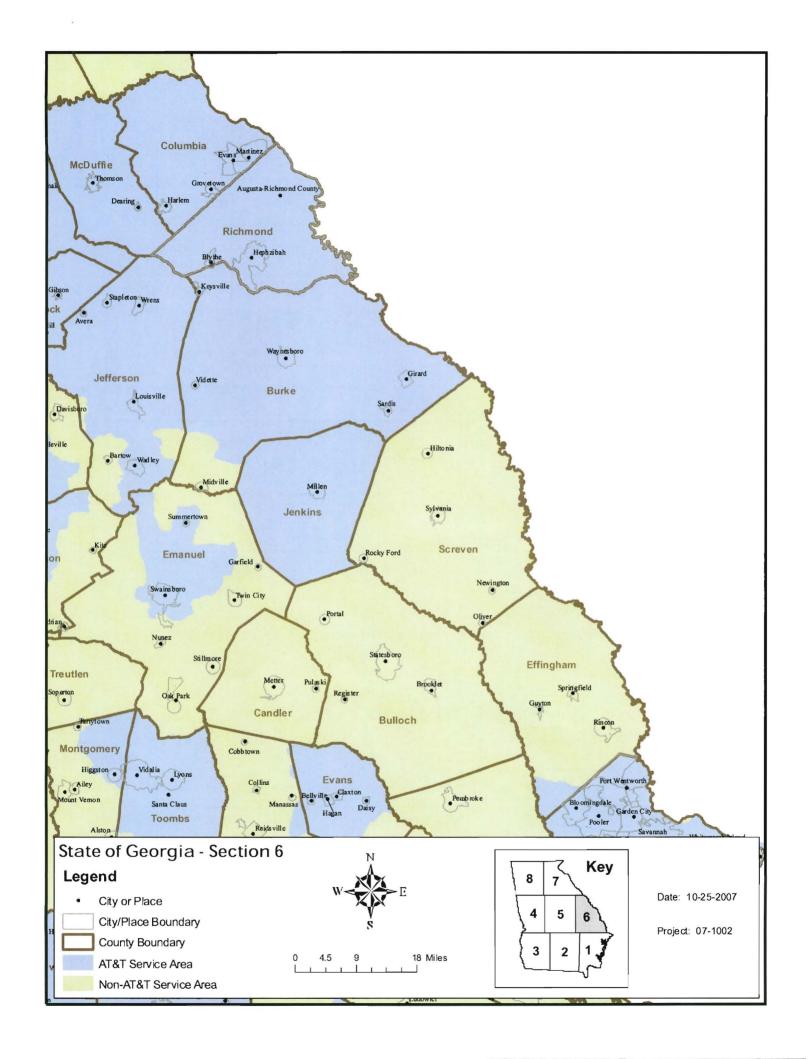


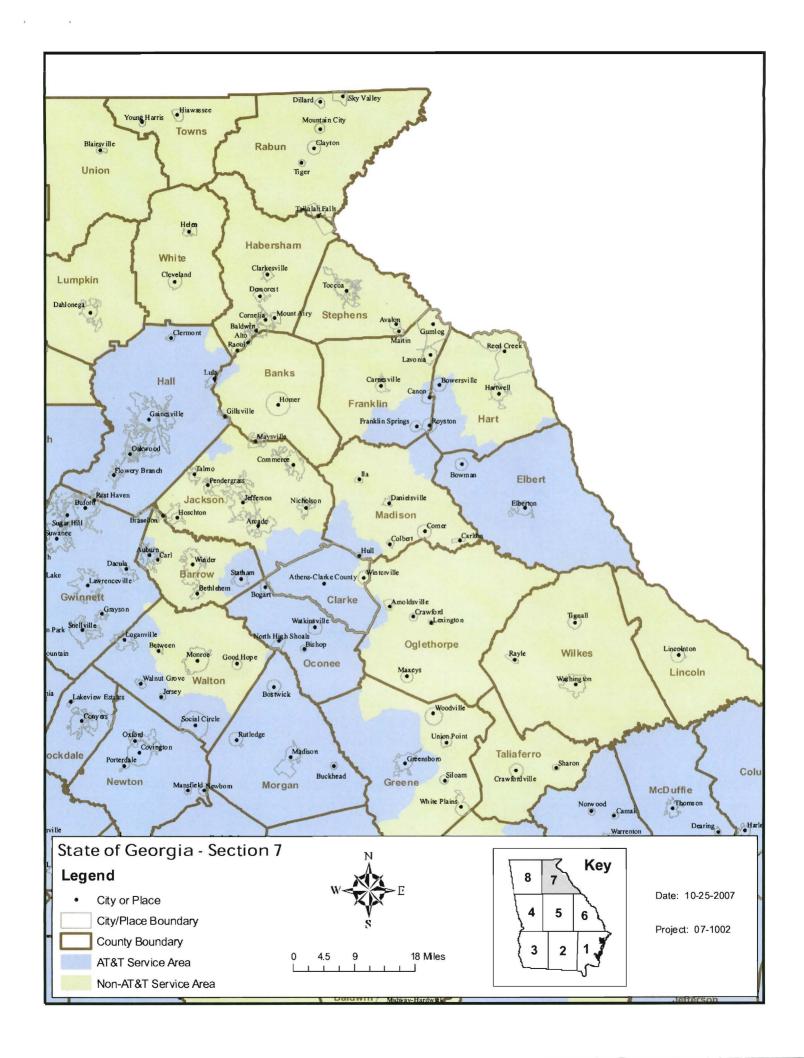


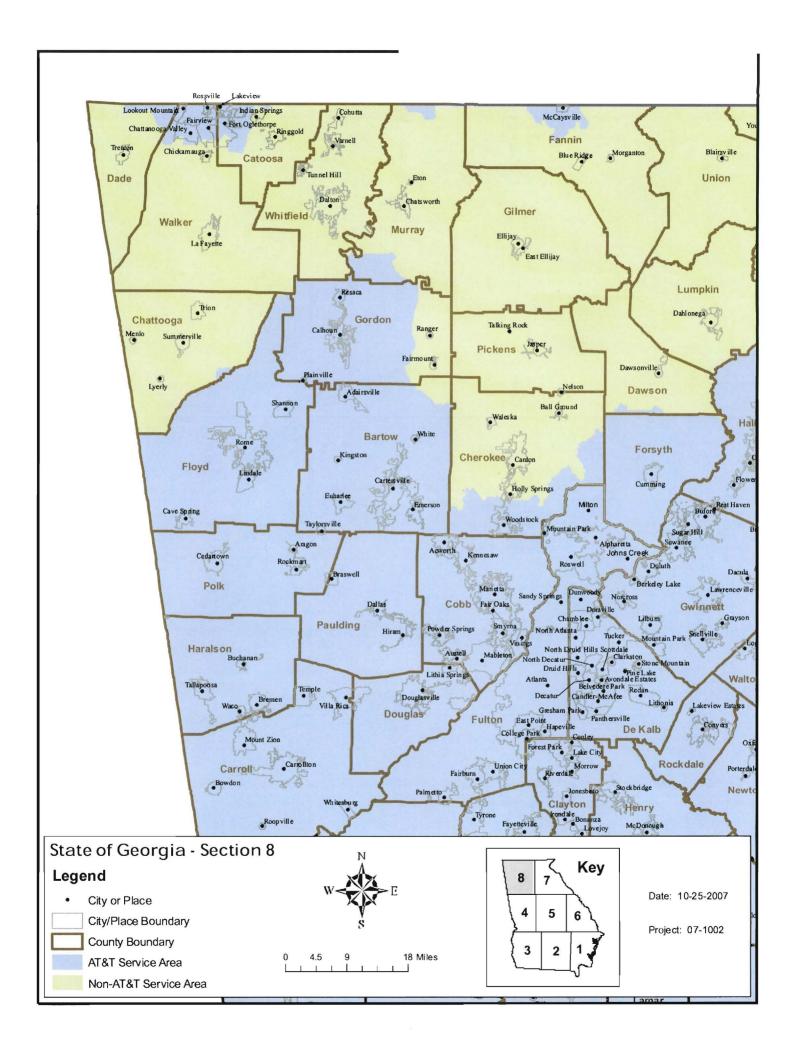












Municipality/County Area

Municipal Governing Authorities within AT&T Georgia's Proposed Service Area

County Governing Authorities within AT&T Georgia's Proposed Service Area

Acworth	Appling
Adairsville	Baker
Adel	Banks
Adrian	Barrow
Albany	Bartow
Aldora	Bibb
Alpharetta	Bleckley
Americus	Burke
Andersonville	Butts
Arabi	Calhoun
Aragon	Carroll
Arlington	Catoosa
Athens	Chatham
Atlanta	Chattahoochee
Auburn	Cherokee
Augusta	Clarke
Austell	Clayton
Avera	Cobb
Avondale Estates	Columbia
Baconton	Cook
Bainbridge	Coweta
Barnesville	Crisp
Bartow	Decatur
Baxley	DeKalb
Berkely Lake	Dodge
Blackshear	Dougherty
Blakely	Douglas
Bloomingdale	Early
Blythe	Echols
Bogart	Elbert
Bostwick	Emanuel
Bowdon	Evans
Bowman	Fayette
Bremen	Floyd
Brinson	Forsyth
Brunswick	Franklin
Buchanan	Fulton
Buford	Glascock
Calhoun	Glynn
Camak	Gordon
Camilla	Greene
Canon	Gwinnett

Carrollton	Hall
Cartersville	Hancock
Cave Spring	Haralson
Cedartown	Harris
Centerville	Hart
Centralhatchee	Heard
Chamblee	Henry
Clarkston	Houston
Claxton	Jackson
Clermont	Jasper
Cochran	Jeff Davis
College Park	Jefferson
Colquitt	Jenkins
Columbus	Johnson
Concord	Lamar
Conyers	Laurens
Cordele	Lee
Covington	Lowndes
Cumming	Madison
Cusseta	McDuffie
Dacula	Meriwether
Dallas	Miller
Dearing	Mitchell
Decatur	Monroe
Doraville	Montgomery
Douglasville	Morgan
Dublin	Murray
Duluth	Muscogee
Dunwoody	Newton
East Dublin	Oconee
East Point	Oglethorpe
Eastman	Paulding
Eatonton	Peach
Edge Hill	Pierce
Elberton	Pike
Ephesus	Polk
Euharlee	Putnam
Evans	Richmond
Fairburn	Rockdale
Fayetteville	Spalding
Flovilla	Stewart
Flowery Branch	Sumter
Forest Park	Telfair
Forsyth	Thomas
Fort Oglethorpe	Tift
Fort Valley	Toombs
Franklin	Troup

Franklin Springs
Gainesville
Garden City
Garfield
Gay
Gibson
Gillsville
Girard
Graham
Grayson
Greensboro
Greenville
Griffin
Grovetown
Hamilton
Hampton
Hapeville
Haralson
Harlem
Harrison
Hazlehurst
Hepzibah
Higgston
Hiram
Hogansville
Jackson
Jefferson
Jekyll Island
Jersey
Jesup
Johns Creek
Jonesboro
Kennesaw
Keysville
Kingston
LaGrange
Lake City
Lake Park
Lawrenceville
Leary
Leesburg
Lilburn
Lithia Springs
Lithonia
Locust Grove
Loganville
Louisville

Walker	
Walton	
Ware	
Warren	
Washington	
Wayne	
Wheeler	
Worth	

Lovejoy
Lula
Lumber City
Lumpkin
Luthersville
Lyons
Mableton
Macon
Madison
Mansfield
Marietta
Martinez
-
McDonough Meansville
Midville
Millen
Milton
Mitchell
Monticello
Morrow
Mount Zion
Mountain Park
Newborn
Newnan
Newton
Norcross
Norwood
North High Shoals
Oakwood
Oconee
Orchard Hill
Oxford
Palmetto
Peachtree City
Pelham
Pine Lake
Pine Mountain
Pooler
Port Wentworth
Porterdale
Poulan
Powder Springs
Remerton
Resaca
Rest Haven
Richland
Riverdale

Rockmart
Rome
Roswell
Royston
Rutledge
Sandersville
Sandy Springs
Santa Claus
Sardis
Savannah
Senoia
Smithville
Smyrna
Snellville
Social Circle
Sparks
Sparta
St.Simons Island
Stapleton
Statenville
Statham
Stillmore
Stockbridge
Stone Mountain
Sugar Hill
Sumner
Surrency
Suwanee Swainsboro
Sylvester
Tallapoosa
Temple Tennile
Thomasville
Thomson
Thunderbolt
Tifton
Tucker
Twin City
Ту Ту
Tybee Island
Tyrone
Union City
Union Point
Valdosta
Vidalia
Villa Rica

Wadley
Walnut Grove
Warner Robins
Warrenton
Watkinsville
Waycross
Waynesboro
Whitesburg
Williamson
Woodbury
Woodstock
Woolsey
Wrens
Wrightsville
Zebulon

Exhibit B

Control No. J316739

STATE OF GEORGIA

Secretary of State

Corporations Division 315 West Tower #2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

BELLSOUTH TELECOMMUNICATIONS, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 08/12/1983 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 17th day of December, 2007

> Karen C Handel Secretary of State

Haun CHandel

Certification Number: 1932905-1 Reference: Verify this certificate online at http://corp.sos.state.ga.us/corp/soskb/verify.asp

APPLICATION TO REGISTER A BUSINESS TO BE CONDUCTED UNDER A TRADE NAME

STATE OF GEORGIA COUNTY OF DeKalb

THE UNDERSIGNED HEREBY CERTIFIES THAT IT IS CONDUCTING A BUSINESS AT 675 W. Peachtree Street, N.E., Suite 4514, IN THE CITY OF Atlanta, COUNTY OF Fulton, STATE OF Georgia UNDER THE NAME:

AT&T Georgi	a			
TRADE NAM	E			
AND THAT THE TYPE OF BUSINESS TO BE C telecommunications/internet	ONDUCTED IS wireli	CLERK OF	2007 JAN -	7
AND THAT SAID BUSINESS IS COMPOSED OF CORPORATION:	F THE FOLLOWING	SUPERIOR C	N -1 A II:	רוט
NAME	ADDRESS	A A	w W	
BellSouth Telecommunications, Inc.	675 W. Peachtree Stre Suite 4514 Atlanta, Georgia 303		₹.	
THIS AFFIDAVIT IS MADE IN ACCORDANCE GEORGIA ANNOTATED, TITLE 10, CHAPTER		L COD	E OF	
SWORN TO AND SUBSCRIBED BEFORE ME THIS December 5, 2006. OFFICIAL SEAL RYAN N KENIGSBERG	REPLICANT: Rebec	Ca Bro	oks,	
NOTARY PUBLIC STATE OF ILLIM NOTARY PUBLIC STATE OF ILLIM RECORDED:	ak e e			

DEPUTY CLERK

BK0049 PB013



AT&T Georgia 1025 Lenox Park Boulevard Suite 6C01 Atlanta, GA 30319-5309 T 404-986-1718 F 404-986-1800 meredith.mays@att.com www.att.com

January 9, 2008

DELIVERED BY HAND AND BY ELECTRONIC MAIL

The Honorable Karen C. Handel Secretary of State State of Georgia – Corporation Division Cable and/or Video Franchising 2 Martin Luther King Jr. Drive Suite 315 – West Tower Atlanta, Georgia 30334

Re: <u>Application of BellSouth Telecommunications, Inc., d/b/a AT&T Georgia for</u> a State Franchise Pursuant to O.C.G.A. § 36-76-4

Dear Karen:

On January 2, 2008, BellSouth Telecommunications, Inc., d/b/a AT&T Georgia (hereinafter "AT&T Georgia") pursuant to O.C.G.A. § 36-76-4, filed its Application for a state franchise to provide video service (hereinafter "Application"). On January 3, 2008, we received an application form, which contained a statement that was not included in our original application. We have included that statement in the attached Addendum; specifically, that AT&T Georgia agrees to pay each affected local governing authority a franchise fee established by such local governing authority.

AT&T Georgia respectfully requests that the Secretary of State accept this Addendum and requests also that its application continue to be processed from the application date of January 2, 2008. If you have any questions or concerns, please feel free to contact me directly.

Yours very truly,

Meredith E. Mays

MEM:nvd Enclosure

cc: Mr. Chauncey R. Newsome (<u>cnewsome@sos.ga.gov</u>)

Ms. Tammy Thomas (via electronic mail @ tthomas@sos.ga.gov)

KAREN HANDEL Secretary of State

OFFICE OF SECRETARY OF STATE

Corporations Division 315 West Tower, #2 Martin Luther King, Jr. Drive Atlanta, Georgia 30334 404-656-2817 www.georgiacorporations.org

> CHAUNCEY R. NEWSOME Director

APPLICATION FOR STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

ADDENDUM

By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.

Submitted this 9th day of January in the year 2008.

Sworn and subscribed before me, this

My Commission expires

November 13, 2009

1025 Lenox Park Boulevard Suite 6C01 Atlanta, Georgia 30319-5309 Address

Type or Print Name and Title

Signature of Officer/General Partner

Sylvia E. Anderson, President – Georgia

Telephone 90 :ZIWA 6-NVC 800Z